NEW M&I CORP
Form 4/A
November 05, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
DENEEN RYAN R

(Last) (First) (Middle)

770 NORTH WATER STREET

(Street)

MILWAUKEE, WI 53202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
NEW M&I CORP [MI]

3. Date of Earliest Transaction (Month/Day/Year)
11/01/2007

4. If Amendment, Date Original Filed(Month/Day/Year)
11/05/2007

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
SVP and Dir. of Corp. Tax

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/01/2007		A		4,255	A	(1)	4,255	D	
Common Stock	11/01/2007		A		604.6624	A	(1)	604.6624	I	By Retirement Program
Common Stock	11/01/2007		A		9,801.8084	A	(1)	9,801.8084	I	By Deferred Compensation Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DENEEN RYAN R 770 NORTH WATER STREET MILWAUKEE, WI 53202			SVP and Dir. of Corp. Tax	

Signatures

/s/ Jodi W. Rosenthal (pursuant to Power of Attorney previously filed)	11/05/2007
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Reflects the acquisition of shares of common stock of the Issuer pursuant to a series of transactions under an Investment Agreement, dated as of April 3, 2007, among the entity formerly known as Marshall & Ilsley Corporation ("Old M&I") (which was subsequently converted to a limited liability company and renamed M&I LLC and is a subsidiary of the Issuer), certain of its subsidiaries and WPM, L.P. (the "Investment Agreement"). Pursuant to the Investment Agreement, on November 1, 2007, Old M&I merged with one of its subsidiaries to effect the formation of a holding company to hold all of the outstanding stock of Old M&I (the "Holding Company Merger"). As a result of the completion of the transactions contemplated by the Investment Agreement, each holder of Old M&I common stock as of the effective time of the Holding Company Merger received three shares of common stock of the Issuer (which was subsequently renamed Marshall & Ilsley Corporation) and one share of common stock of Metavante

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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